

**BOARD OF DIRECTORS
WARREN COUNTY PORT AUTHORITY**

The Board of Directors (the "Board") of the Warren County Port Authority (the "Authority") met in Regular session on June 6, 2011, at 5:03 p.m., at the offices of the Board, with the following members present:

Mr. Bolton

Ms. Reindl-Johnson

Mr. Gully

Mr. Sample

Mrs. Hreben

Ms. Reindl-Johnson introduced the following resolution and moved its passage:

RESOLUTION NO. 2011-02

A RESOLUTION APPROVING A SETTLEMENT AGREEMENT AND GENERAL RELEASE WITH MARTHA S. PAIGE TO SETTLE AND RELEASE ALL CLAIMS AGAINST THE WARREN COUNTY PORT AUTHORITY CONTAINED IN CASE NUMBER 1:08CV518, CAPTIONED *MARTHA S. PAIGE V. KIMBERLY COYNER ET AL.*

WHEREAS, on August 8, 2008, Martha S. Paige ("Paige" and, together with the Authority, the "Parties") initiated litigation against the Authority in the Southern District of Ohio, Western Division, captioned *Martha S. Paige v. Kimberly Coyner et al.*, Case No. 1:08CV518 (the "Lawsuit");

WHEREAS, the Parties desire to forever settle and resolve all of the claims, disputes, and controversies between them pursuant to a Settlement Agreement and General Release (the "Release"); and

WHEREAS, pursuant to the Release, Paige will agree to dismiss with prejudice her pending claims against the Authority that are set forth in the Lawsuit, but this dismissal shall not apply to Paige's pending claims against other parties named in the Lawsuit;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE WARREN COUNTY PORT AUTHORITY THAT:

Section 1. The Release in the form now on file with the Board is hereby approved, and the Authority is authorized to pay to all amounts contained in the Release, which amounts are expected to total \$21,000.00. The Executive Director of the Authority (the "Executive Director") or any other officer of the Authority is authorized to execute and deliver the Release on behalf of the Authority with such changes therein that are not substantially adverse to the Authority. The approval of those changes, and that such changes are not substantially adverse to the Authority, shall be conclusively evidenced by the execution of the Release by the Executive Director or any other officer of the Authority.

Section 2. It is found and determined that all formal actions of this Authority concerning and relating to the adoption of this Resolution were taken and adopted in an open meeting of this Authority, and that all deliberations of this Authority that resulted in those formal actions were in meetings open to the public in compliance with all legal requirements, including Section 121.22 of the Revised Code.

Section 3. This Resolution shall be in full force and effect immediately upon its adoption.

Mrs. Hreben seconded the motion, and, after discussion, a roll call was taken and the results were as follows:

Voting Aye: Mr. Bolton, Mr. Gully, Mrs. Hreben, Ms. Reindl-Johnson, Mr. Sample

Voting Nay: _____

Passed: June 6, 2011

BOARD OF DIRECTORS
WARREN COUNTY PORT AUTHORITY

Attest:

Martha Russell
Secretary

Chairman

Gary Sample

CERTIFICATE

The undersigned Secretary of the Board of Directors of the Warren County Port Authority does hereby certify that the foregoing is a true and correct copy of a resolution of such Board of Directors, duly adopted on June 6, 2011, and appearing upon the official records of that Board.

Dated: June 6, 2011


Martha Russell
Secretary, Board of Directors
Warren County Port Authority

AUTHORITY'S FISCAL OFFICER'S CERTIFICATE

The undersigned, Treasurer and fiscal officer of the Warren County Port Authority, hereby certifies that the moneys required to meet the obligations of the Authority during the year 2011 under the foregoing Settlement Agreement and General Release have been lawfully appropriated by the Board of Directors of the Authority for such purposes and are in the treasury of the Authority or in the process of collection to the credit of an appropriate fund, free from any previous encumbrances. This Certificate is given in compliance with Sections 5705.41 and 5705.44, Ohio Revised Code.

Dated: June 6, 2011

Attest: _____


Dave Gully, Treasurer, Warren County
Port Authority Board of Directors